

RON BENDER (SBN 143364)  
MONICA Y. KIM (SBN 211414)  
KRIKOR J. MESHEFEJIAN (SBN 255030)  
LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.  
10250 Constellation Boulevard, Suite 1700  
Los Angeles, California 90067  
Telephone: (310) 229-1234; Facsimile: (310) 229-1244  
Email: RB@LNBYB.com, MYK@LNBYB.com, KJM@LNBYB.COM

Proposed Attorneys for Chapter 11 Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SAN FERNANDO VALLEY DIVISION**

In re:

IRONCLAD PERFORMANCE WEAR  
CORPORATION, a California corporation,  
  
Debtor and Debtor in Possession.

In re:

IRONCLAD PERFORMANCE WEAR  
CORPORATION, a Nevada corporation,  
  
Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects Ironclad Performance Wear  
Corporation, a California corporation only

☐ Affects Ironclad Performance Wear  
Corporation, a Nevada corporation only

Lead Case No.: 1:17-bk-12408-MB  
Jointly administered with:  
1:17-bk-12409-MB

Chapter 11 Cases

**DECLARATION OF MONICA Y. KIM  
IN SUPPORT OF DEBTORS'  
EMERGENCY MOTION FOR ENTRY  
OF AN INTERIM ORDER: (I)  
AUTHORIZING THE DEBTORS TO  
(A) OBTAIN POSTPETITION  
FINANCING PURSUANT TO 11  
U.S.C. §§ 105, 361, 362 AND 364, AND  
(B) UTILIZE CASH COLLATERAL  
PURSUANT TO 11 U.S.C. §§ 361, 362,  
363 AND 364; (II) GRANTING  
ADEQUATE PROTECTION  
PURSUANT TO 11 U.S.C. §§ 361, 362,  
363 AND 364; (III) SCHEDULING A  
FINAL HEARING PURSUANT TO  
BANKRUPTCY RULES 4001(b) AND  
4001(c); AND (IV) GRANTING  
RELATED RELIEF**

DATE: September 13, 2017  
TIME: 2:00 p.m.  
PLACE: Courtroom "303"  
21041 Burbank Blvd.  
Woodland Hills, CA

**I, Monica Y. Kim, hereby declare as follows:**

1. I have personal knowledge of the facts set forth herein, and, if called as a witness, could and would testify competently with respect thereto.

2. I am a member of Levene, Neale, Bender, Yoo & Brill L.L.P., proposed bankruptcy counsel to Ironclad Performance Wear Corporation, a California corporation ("Ironclad California") and Ironclad Performance Wear Corporation, a Nevada corporation ("Ironclad Nevada" and with Ironclad California, the "Debtors" or "Ironclad"). The Debtors each filed a Voluntary Petition for relief under Chapter 11 of the Bankruptcy Code on September 1, 2017 ("Petition Date").

3. On or about August 29, 2017, I obtained certified searches of recorded UCC-1 financing statements from the California Secretary of State (attached hereto as Exhibit A) and Nevada Secretary of State (attached hereto as Exhibit B). As set forth therein, the only active and valid UCC-1 financing statements existing as of the Petition Date are as follows:

**California Secretary of State:**

UCC-1 filed by Capital One (document number 14-7441632305) recorded December 18, 2014 as to substantially all assets of Ironclad California, assigned to Radians by UCC-3 (document number 62925880003).

**Nevada Secretary of State:**

UCC-1 filed by Capital One (document number 2014031733-1) recorded December 12, 2014 as to substantially all assets of Ironclad Nevada, assigned to Radians by UCC-3 (document number 2017020461-7)

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 11<sup>th</sup> day of September 2017 at Los Angeles, California.

/s/ Monica Y. Kim

MONICA Y. KIM

**EXHIBIT “A”**



SECRETARY OF STATE  
STATE OF CALIFORNIA

Search Certificate

SEARCH REQUESTED ON:

08/29/2017

Organization Debtor: **IRONCLAD PERFORMANCE WEAR CORP**

Address: **NOT SPECIFIED**

Date Range From: **NOT SPECIFIED**

Search: **ALL**

**\* Indicates Filings that have been accepted after the Certification Date.**

<u>Original Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u>Lapse Date</u>	<u># of Pages</u>
12-7340381382	Financing Statement	12/11/2012	12:10	12/11/2017	1

**Debtor:**

**Organization:** IRONCLAD PERFORMANCE WEAR CORPORATION  
2201 PARK PLACE STE 101, EL SEGUNDO CA USA, 90245-4909

**Secured Party:**

**Organization:** UNION BANK, N.A.  
PO BOX 30115, LOS ANGELES CA USA, 90030

<u>Amendment Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u># of Pages</u>
15-74449934	Termination	01/13/2015	12:51	1

<u>Original Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u>Lapse Date</u>	<u># of Pages</u>
14-7441632305	Financing Statement	12/18/2014	15:51	12/18/2019	2

**Debtor:**

**Organization:** IRONCLAD PERFORMANCE WEAR CORPORATION  
1920 HUTTON COURT, SUITE 300, FARMERS BRANCH TX USA, 75234

**Secured Party:**

**Organization:** CAPITAL ONE, N.A.  
600 NORTH PEARL STREET SUITE 2500, DALLAS TX USA, 75201

RADIANS WAREHAM HOLDING, INC.  
5305 DISTRIplex FARMS, MEMPHIS TN USA, 38141

Continue

<u>Amendment</u> <u>Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u># of Pages</u>
17-75978114	Assignment	07/25/2017	14:52	1

<u>Original Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u>Lapse Date</u>	<u># of Pages</u>
15-7460728636	State Tax Lien	04/20/2015	17:00	04/20/2025	1

**Debtor:**

**Organization:** IRONCLAD PERFORMANCE WEAR CORP.  
2950 31ST ST, SANTA MONICA CA USA, 90405 3098

**Secured Party:**

**Organization:** EMPLOYMENT DEVELOPMENT DEPARTMENT  
PO BOX 826880, SACRAMENTO CA US, 94280

<u>Amendment</u> <u>Filing #</u>	<u>Filing Type</u>	<u>File Date</u>	<u>File Time</u>	<u># of Pages</u>
15-74756241	Termination	07/17/2015	17:00	1

**Total Pages: 7**

The undersigned Filing Officer hereby certifies that the above listing is a record of all presently active financing statements, tax liens, attachment liens and judgement liens, including any change documents relating to them, which name the above debtor, subject to any above-stated search qualifiers and are on file in my office as of **08/24/2017 at 1700 hours**.

The search results herein reflect only the specific information requested. The results of this Debtor search will not reflect variances of this name. If the Debtor is known under other personal names, trade names, business entities, or addresses, separate searches of these names will have to be requested and conducted. The Secretary of State, his officers and agents disclaim any and all liability for claims resulting from other filings on which the name of the Debtor can be found in any other form than which was requested.



Alex Padilla  
Secretary of State

# UCC FINANCING STATEMENT AMENDMENT

## FOLLOW INSTRUCTIONS

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> Corporation Service Company 800-858-5294
<b>B. E-MAIL CONTACT AT FILER (optional)</b>
<b>C. SEND ACKNOWLEDGMENT TO: (Name and Address)</b> CORPORATION SERVICE COMPANY 801 ADLAI STEVENSON DRIVE SPRINGFIELD, IL 62703 USA

DOCUMENT NUMBER: 46703080002  
FILING NUMBER: 15-74449934  
FILING DATE: 01/13/2015 12:51

IMAGE GENERATED ELECTRONICALLY FOR XML FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

<b>1a. INITIAL FINANCING STATEMENT FILE NUMBER</b> 12-7340381382	<b>1b.</b> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Filer: <u>Attach</u> Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13
<b>2. <input checked="" type="checkbox"/> TERMINATION:</b> Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement	
<b>3. <input type="checkbox"/> ASSIGNMENT</b> (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9. For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8	
<b>4. <input type="checkbox"/> CONTINUATION:</b> Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law	
<b>5. <input type="checkbox"/> PARTY INFORMATION CHANGE:</b> Check <u>one</u> of these two boxes: <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. <b>AND</b> Check <u>one</u> of these three boxes to: <input type="checkbox"/> CHANGE name and/or address: Complete item 6a or 6b; and item 7a and 7b and item 7c <input type="checkbox"/> ADD name: Complete item 7a or 7b, and item 7c <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b	
<b>6. CURRENT RECORD INFORMATION:</b> Complete for Party Information Change - provide only <u>one</u> name (6a or 6b)	
<b>6a. ORGANIZATION'S NAME</b>	<b>6b. INDIVIDUAL'S SURNAME</b>
<b>6c. FIRST PERSONAL NAME</b>	<b>6d. ADDITIONAL NAME(S)/INITIAL(S)</b>
<b>6e. SUFFIX</b>	
<b>7. CHANGED OR ADDED INFORMATION:</b> Complete for Assignment or Party Information Change - provide only <u>one</u> name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)	
<b>7a. ORGANIZATION'S NAME</b>	<b>7b. INDIVIDUAL'S SURNAME</b>
<b>7c. INDIVIDUAL'S FIRST PERSONAL NAME</b>	<b>7d. INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)</b>
<b>7e. SUFFIX</b>	
<b>7f. MAILING ADDRESS</b>	<b>7g. CITY</b>
<b>7h. STATE</b>	<b>7i. POSTAL CODE</b>
<b>7j. COUNTRY</b>	
<b>8. <input type="checkbox"/> COLLATERAL CHANGE:</b> Also check <u>one</u> of these four boxes: <input type="checkbox"/> ADD collateral <input type="checkbox"/> DELETE collateral <input type="checkbox"/> RESTATE covered collateral <input type="checkbox"/> ASSIGN collateral Indicate collateral: For value received and in consideration of advances, present and future, and other obligations, debtor hereby grants a security interest in all of the following property: All present and hereafter acquired personal property including but not limited to all accounts, chattel paper, instruments, contract rights, general intangibles, goods, equipment, inventory, documents, certificates of title, deposit accounts, returned or repossessed goods, fixtures, commercial tort claims, insurance claims, rights and policies, letter of credit rights, investment property, supporting obligations, and the proceeds, products, parts, accessories, attachments, accessions, replacements, substitutions, additions, and improvements of or to each of the foregoing.	
<b>9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:</b> Provide only <u>one</u> name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here <input type="checkbox"/> and provide name of authorizing Debtor	
<b>9a. ORGANIZATION'S NAME</b> MUFG Union Bank, N.A.	<b>9b. INDIVIDUAL'S SURNAME</b>
<b>9c. FIRST PERSONAL NAME</b>	<b>9d. ADDITIONAL NAME(S)/INITIAL(S)</b>
<b>9e. SUFFIX</b>	
<b>10. OPTIONAL FILER REFERENCE DATA:</b> Debtor: Ironclad Performance Wear Corporation /21064/CA/3861901166 [95271735]	

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS

<b>A. NAME &amp; PHONE OF CONTACT AT FILER (optional)</b> William A. DeLoach (214) 740-1419	
<b>B. E-MAIL CONTACT AT FILER (optional)</b>	
<b>C. SE*</b>	Return acknowledgment to: <div style="text-align: center;">★ Capitol Corporate Services, Inc. 455 Capitol Mall Ste 217, Sacramento CA 95814 800/327-4842</div>

14-7441632305

12/18/2014 15:51



SOS

FILED

CALIFORNIA  
SECRETARY OF STATE



46350570002 UCC 1 FILING

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here ☐ and provide the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>1a. ORGANIZATION'S NAME</b> Ironclad Performance Wear Corporation				
<b>OR</b>	<b>1b. INDIVIDUAL'S SURNAME</b>	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
<b>1c. MAILING ADDRESS</b>	<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>	<b>COUNTRY</b>
1920 Hutton Court, Suite 300	Farmers Branch	TX	75234	USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here ☐ and provide the individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

<b>2a. ORGANIZATION'S NAME</b>				
<b>OR</b>	<b>2b. INDIVIDUAL'S SURNAME</b>	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
<b>2c. MAILING ADDRESS</b>	<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>	<b>COUNTRY</b>

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

<b>3a. ORGANIZATION'S NAME</b> Capital One, N.A.				
<b>OR</b>	<b>3b. INDIVIDUAL'S SURNAME</b>	<b>FIRST PERSONAL NAME</b>	<b>ADDITIONAL NAME(S)/INITIAL(S)</b>	<b>SUFFIX</b>
<b>3c. MAILING ADDRESS</b>	<b>CITY</b>	<b>STATE</b>	<b>POSTAL CODE</b>	<b>COUNTRY</b>
600 North Pearl Street Suite 2500	Dallas	TX	75201	USA

4. COLLATERAL: This financing statement covers the following collateral:  
See attached Exhibit A

5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, Item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative	
6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public-Finance Transaction <input type="checkbox"/> Manufactured-Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility	
6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing	
7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailor/Bailor <input type="checkbox"/> Licensee/Licensor	
8. OPTIONAL FILER REFERENCE DATA: 6700.24	

75743/mv

46350570002

Exhibit A

- (a) all Accounts of Debtor, whether now or hereafter existing, created, arising or acquired;
- (b) all Inventory of Debtor, whether now or hereafter existing, created, arising or acquired;
- (c) all Equipment of Debtor, whether now or hereafter existing, created, arising or acquired;
- (d) all General Intangibles of Debtor, whether now or hereafter existing, created, arising, or acquired, including, without limitation, the Intellectual Property;
- (e) without limitation to the foregoing, all contract rights, chattel paper, documents, documents of title, warehouse receipts, bills of lading, notes, and notes receivable instruments of Debtor, whether now or hereafter existing, created, arising, or acquired;
- (f) without limitation to the foregoing, all goods, instruments, notes, notes receivable, documents, documents of title, warehouse receipts, bills of lading, certificates of title, policies and certificates of insurance, securities, chattel paper, deposits, cash and other property now or hereafter owned by Debtor or in which it now or hereafter has an interest, which are now or may hereafter be in the possession of or deposited with Bank, or which are otherwise assigned to Bank, or as to which Bank may now or hereafter control possession by documents of title or otherwise;
- (g) all books and records now owned and hereafter acquired relating to any other Collateral and all files, correspondence, computer programs, tapes, disks and related data processing software owned by Debtor or in which Debtor has an interest that contains information concerning or relating to any of the other Collateral or any item thereof; and
- (h) all Proceeds and products of all of the foregoing, including, without limitation, insurance proceeds.



# UCC FINANCING STATEMENT AMENDMENT

## FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional)
901-577-8115
B. E-MAIL CONTACT AT FILER (optional)
C. SEND ACKNOWLEDGMENT TO: (Name and Address) Baker, Donelson, Bearman, Caldwell & Berkowitz, PC 165 Madison Ave, Suite 2000 Memphis, TN 38103 USA

DOCUMENT NUMBER: 62925680003  
FILING NUMBER: 17-75978114  
FILING DATE: 07/25/2017 14:52

IMAGE GENERATED ELECTRONICALLY FOR WEB FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER 14-7441632305	1b. <input type="checkbox"/> This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Filer: <u>Attach</u> Amendment Addendum (Form UCC3Ad) <u>and</u> provide Debtor's name in item 13		
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement			
3. <input checked="" type="checkbox"/> ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9 For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8			
4. <input type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law			
5. <input type="checkbox"/> PARTY INFORMATION CHANGE: Check <u>one</u> of these two boxes: <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. <u>AND</u> Check <u>one</u> of these three boxes to: <input type="checkbox"/> CHANGE name and/or address: Complete item 6a or 6b; and item 7a and 7b and item 7c <input type="checkbox"/> ADD name: Complete item 7a or 7b, and item 7c <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b			
6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only <u>one</u> name (6a or 6b)			
6a. ORGANIZATION'S NAME			
OR	6b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX		
7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only <u>one</u> name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)			
7a. ORGANIZATION'S NAME Radian Wareham Holding, Inc.			
OR	7b. INDIVIDUAL'S SURNAME INDIVIDUAL'S FIRST PERSONAL NAME INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S) SUFFIX		
7c. MAILING ADDRESS 5305 Distriplex Farms CITY Memphis STATE TN POSTAL CODE 38141 COUNTRY USA			
8. <input type="checkbox"/> COLLATERAL CHANGE: <u>Also</u> check <u>one</u> of these four boxes: <input type="checkbox"/> ADD collateral <input type="checkbox"/> DELETE collateral <input type="checkbox"/> RESTATE covered collateral <input type="checkbox"/> ASSIGN collateral Indicate collateral:			
9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only <u>one</u> name (9a or 9b) (name of Assignor, if this is an Assignment) If this is an Amendment authorized by a DEBTOR, check here <input type="checkbox"/> and provide name of authorizing Debtor			
a. ORGANIZATION'S NAME CAPITAL ONE, N.A.			
OR	b. INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX		
10. OPTIONAL FILER REFERENCE DATA:			

FILING OFFICE COPY

RECORDING REQUESTED BY:  
STATE OF CALIFORNIA  
EMPLOYMENT DEVELOPMENT DEPARTMENT  
888-745-3886

WHEN RECORDED MAIL TO:  
STATE OF CALIFORNIA  
EMPLOYMENT DEVELOPMENT DEPARTMENT  
LIEN GROUP, MIC 92G  
PO BOX 826880  
SACRAMENTO, CA 94280-0001

15-7460728636

04/20/2015 17:00



SOS

FILED

CALIFORNIA  
SECRETARY OF STATE



48418310025

UCC 1 FILING

## NOTICE OF STATE TAX LIEN

(Filed pursuant to Section 7171 of the Government Code)

IRONCLAD PERFORMANCE WEAR CORP.  
2950 31ST ST  
SANTA MONICA, CA 90405-3098

Secretary of State

Letter ID. L1659220160

Certificate No. G000952850

TAX PERIOD	TAX	PENALTY	INTEREST	TOTAL
01/01/2014 to 03/31/2014	\$0.00	\$807.27	\$38.33	\$845.60

Interest calculated through 04/14/2015

The Director of the Employment Development Department hereby certifies the above is liable to the State of California for amounts due and required to be paid as determined under the provisions of the California Unemployment Insurance Code, the Revenue and Taxation Code, or both.

THE AMOUNT OF DELINQUENCY ABOVE SET FORTH SHALL BE A LIEN UPON ALL REAL OR PERSONAL PROPERTY AND RIGHTS TO SUCH PROPERTY, INCLUDING ALL AFTER-ACQUIRED PROPERTY AND RIGHTS TO PROPERTY BELONGING TO THE ABOVE NAMED.

Date: 04/14/2015  
At Sacramento, California



The Director of the Employment Development Department has complied with all provisions of the California Unemployment Insurance Code in the computation and levy of the amount assessed and has caused this notice of lien to be issued by a duly authorized representative.

*Teresa Gage*

By \_\_\_\_\_

Authorized Representative

This agency has adopted the use of a facsimile signature as affixed above.

RECORDING REQUESTED BY:  
STATE OF CALIFORNIA  
Employment Development Department  
888-745-3886

WHEN RECORDED MAIL TO:  
STATE OF CALIFORNIA  
Employment Development Department  
LIEN GROUP, MIC 92G  
PO BOX 826880  
SACRAMENTO, CA 94280-0001

1574756241

07/17/2015 17:00



SOS

FILED

CALIFORNIA  
SECRETARY OF STATE



50020240026 UCC 3 FILING

**RELEASE OF LIEN  
IMPOSED UNDER A CERTIFICATE OR NOTICE OF STATE TAX LIEN**

CERTIFICATE NO. G000952850

LETTER ID. L0563337920

The Director of the Employment Development Department of the State of California hereby releases and certifies that there has been released all property from any lien imposed thereon by the filing and recording of that certain Certificate or Notice of Amount of tax, penalty, and interest due under Section 1703 of the California Unemployment Insurance Code or Section 7171 of the Government Code from:

IRONCLAD PERFORMANCE WEAR CORP.  
IRONCLAD PERFORMANCE WEAR CORP.

In the amount of \$845.60 which was recorded on 04/20/2015  
in volume/page 15-7460728636 of Official Records of the Secretary of State



THE DIRECTOR OF THE EMPLOYMENT  
DEVELOPMENT DEPARTMENT OF THE  
STATE OF CALIFORNIA HAS CAUSED  
THIS RELEASE TO BE ISSUED BY THE  
DULY AUTHORIZED REPRESENTATIVE.

Date: 07/13/2015

This document is produced on a laser printer.

*Teresa Gage*

By

Authorized Representative

This agency has adopted the use of a  
facsimile signature as affixed above.

# UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER [optional]**  
Corporation Service Company  
800-858-5294

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**  
CORPORATION SERVICE COMPANY  
801 ADLAI STEVENSON DRIVE  
SPRINGFIELD, IL 62703  
USA

DOCUMENT NUMBER: 35711180002

FILING NUMBER: 12-7340381382

FILING DATE: 12/11/2012 12:10

IMAGE GENERATED ELECTRONICALLY FOR XML FILING  
THE ABOVE SPACE IS FOR CA FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names**

OR	<b>1a. ORGANIZATION'S NAME</b> Ironclad Performance Wear Corporation			
	<b>1b. INDIVIDUAL'S LAST NAME</b>			
		<b>FIRST NAME</b>		<b>MIDDLE NAME</b>
				<b>SUFFIX</b>
<b>1c. MAILING ADDRESS</b> 2201 Park Place Ste 101		<b>CITY</b> El Segundo		<b>STATE</b> CA
				<b>POSTAL CODE</b> 90245-4909
				<b>COUNTRY</b> USA
<b>1d. SEE INSTRUCTIONS</b>	<b>ADD'L DEBTOR INFO</b>		<b>1e. TYPE OF ORGANIZATION</b> Corporation	<b>1f. JURISDICTION OF ORGANIZATION</b> CA
			<b>1g. ORGANIZATIONAL ID#, if any</b> CA A0569223	
			<input type="checkbox"/> NONE	

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names**

OR	<b>2a. ORGANIZATION'S NAME</b>			
	<b>2b. INDIVIDUAL'S LAST NAME</b>			
		<b>FIRST NAME</b>		<b>MIDDLE NAME</b>
				<b>SUFFIX</b>
<b>2c. MAILING ADDRESS</b>		<b>CITY</b>		<b>STATE</b>
				<b>POSTAL CODE</b>
				<b>COUNTRY</b>
<b>2d. SEE INSTRUCTIONS</b>	<b>ADD'L DEBTOR INFO</b>		<b>2e. TYPE OF ORGANIZATION</b>	<b>2f. JURISDICTION OF ORGANIZATION</b>
			<b>2g. ORGANIZATIONAL ID#, if any</b>	
			<input type="checkbox"/> NONE	

**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)**

OR	<b>3a. ORGANIZATION'S NAME</b> Union Bank, N.A.			
	<b>3b. INDIVIDUAL'S LAST NAME</b>			
		<b>FIRST NAME</b>		<b>MIDDLE NAME</b>
				<b>SUFFIX</b>
<b>3c. MAILING ADDRESS</b> PO Box 30115		<b>CITY</b> Los Angeles		<b>STATE</b> CA
				<b>POSTAL CODE</b> 90030
				<b>COUNTRY</b> USA

**4. This FINANCING STATEMENT covers the following collateral:**

For value received and in consideration of advances, present and future, and other obligations, debtor hereby grants a security interest in all of the following property:

All present and hereafter acquired personal property including but not limited to all accounts, chattel paper, instruments, contract rights, general intangibles, goods, equipment, inventory, documents, certificates of title, deposit accounts, returned or repossessed goods, fixtures, commercial tort claims, insurance claims, rights and policies, letter of credit rights, investment property, supporting obligations, and the proceeds, products, parts, accessories, attachments, accessions, replacements, substitutions, additions, and improvements of or to each of the foregoing.

**5. ALT DESIGNATION:** ☐ LESSEE/LESSOR ☐ CONSIGNEE/CONSIGNOR ☐ BAILEE/BAILOR ☐ SELLER/BUYER ☐ AG. LIEN ☐ NON-UCC FILING

☐ **6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS**  
Attach Addendum [if applicable]

**7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)**  
[ADDITIONAL FEE] [optional] ☐ All Debtors ☐ Debtor 1 ☐ Debtor 2

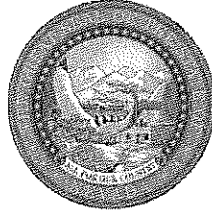
**8. OPTIONAL FILER REFERENCE DATA**

IroncladPerform/21064/CA/CD [71931720]

FILING OFFICE COPY

**EXHIBIT “B”**

STATE OF NEVADA



*BARBARA K. CEGAVSKE*  
*Secretary of State*

*KIMBERLEY PERONDI*  
*Deputy Secretary*  
*for Commercial Recordings*

OFFICE OF THE  
SECRETARY OF STATE

**Certified Search Request**

August 29, 2017

**Job Number:** U20170829-0052  
**Reference Number:** 0001186005-5  
**Expedite:** None  
**Through Date:** 08/28/2017 05:00PM

The undersigned filing officer hereby certifies that the attached list is a true and exact list of all financing statements or federal tax liens and related subsequent documentation for the debtor below as filed with the Secretary of State's office, Uniform Commercial Code Division as of the above through date.

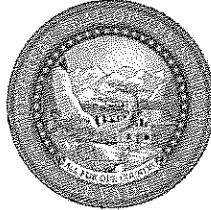
**Search Criteria:**

**Debtor Name:** IRONCLAD PERFORMANCE WEAR CORP  
**Lien Type:** UCC  
**Lien Status:** All (Including lapsed)

Nevada Secretary of State  
Electronic Filing  
Filing Officer

**UCC DIVISION:**  
**Tracy Gillespie, Supervisor**  
200 N. Carson Street  
Carson City, Nevada 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-5630

STATE OF NEVADA



BARBARA K. CEGAVSKE  
*Secretary of State*

KIMBERLEY PERONDI  
*Deputy Secretary  
for Commercial Recordings*

OFFICE OF THE  
SECRETARY OF STATE

Financing Statement #2014031733-1  
FILED: 12-12-2014 04:40 PM

(D) IRONCLAD PERFORMANCE WEAR CORPORATION  
ORGANIZATION  
1920 HUTTON COURT,  
SUITE 300  
FARMERS BRANCH, TX 75234 USA

(S) CAPITAL ONE, N.A.  
ORGANIZATION  
600 NORTH PEARL STREET  
SUITE 2500  
DALLAS, TX 75201 USA

(S) RADIANS WAREHAM HOLDING, INC.  
ORGANIZATION  
5305 DISTRIplex FARMS  
MEMPHIS, TN 38141 USA

ACTIONS:	DATE	DOCUMENT #	PGS
Initial Financing Statement	12-12-2014 04:40 PM	2014031733-1	2
Assignment	07-25-2017 03:00 PM	2017020461-7	1

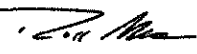
**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER [optional]****William A. DeLoach (214) 740-1419****B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

Return acknowledgment to:

★  
**Capitol Corporate Services, Inc.**  
 P.O. Box 3100 Carson City, NV 89702  
 800/899-0490

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>2014031733-1</b> Filing Date and Time <b>12/12/2014 4:40 PM</b>
--	---

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** Insert only one debtor name (1a or 1b) - do not abbreviate or combine names**1a. ORGANIZATION'S NAME****Ironclad Performance Wear Corporation**

OR

**1b. INDIVIDUAL'S LAST NAME****FIRST NAME****MIDDLE NAME****SUFFIX****1c. MAILING ADDRESS****1920 Hutton Court, Suite 300****Farmers Branch****STATE****POSTAL CODE****COUNTRY****TX****75234****USA****1d. SEE INSTRUCTIONS**ADD'L INFO RE  
ORGANIZATION  
DEBTOR**1e. TYPE OF ORGANIZATION**  
**corporation****1f. JURISDICTION OF ORGANIZATION**  
**Nevada****1g. ORGANIZATIONAL ID #, if any**  
**NV20041484929**☐ NONE**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names**2a. ORGANIZATION'S NAME**

OR

**2b. INDIVIDUAL'S LAST NAME****FIRST NAME****MIDDLE NAME****SUFFIX****2c. MAILING ADDRESS****CITY****STATE****POSTAL CODE****COUNTRY****2d. SEE INSTRUCTIONS**ADD'L INFO RE  
ORGANIZATION  
DEBTOR**2e. TYPE OF ORGANIZATION****2f. JURISDICTION OF ORGANIZATION****2g. ORGANIZATIONAL ID #, if any**☐ NONE**3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P)** Insert only one secured party name (3a or 3b)**3a. ORGANIZATION'S NAME****Capital One, N.A.**

OR

**3b. INDIVIDUAL'S LAST NAME****FIRST NAME****MIDDLE NAME****SUFFIX****3c. MAILING ADDRESS****600 North Pearl Street Suite 2500****CITY****Dallas****STATE****POSTAL CODE****COUNTRY****TX****75201****USA****4. This FINANCING STATEMENT covers the following collateral:**

See attached Exhibit A.

<b>5. ALTERNATIVE DESIGNATION (if applicable):</b>	<input type="checkbox"/> LESSOR/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILO	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
<b>6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)</b>	<b>7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)</b>	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2		
<b>8. OPTIONAL FILER REFERENCE DATA</b>						
<b>06700.24</b>						



Exhibit A

- (a) all Accounts of Debtor, whether now or hereafter existing, created, arising or acquired;
- (b) all Inventory of Debtor, whether now or hereafter existing, created, arising or acquired;
- (c) all Equipment of Debtor, whether now or hereafter existing, created, arising or acquired;
- (d) all General Intangibles of Debtor, whether now or hereafter existing, created, arising, or acquired, including, without limitation, the Intellectual Property;
- (e) without limitation to the foregoing, all contract rights, chattel paper, documents, documents of title, warehouse receipts, bills of lading, notes, and notes receivable instruments of Debtor, whether now or hereafter existing, created, arising, or acquired;
- (f) without limitation to the foregoing, all goods, instruments, notes, notes receivable, documents, documents of title, warehouse receipts, bills of lading, certificates of title, policies and certificates of insurance, securities, chattel paper, deposits, cash and other property now or hereafter owned by Debtor or in which it now or hereafter has an interest, which are now or may hereafter be in the possession of or deposited with Bank, or which are otherwise assigned to Bank, or as to which Bank may now or hereafter control possession by documents of title or otherwise;
- (g) all books and records now owned and hereafter acquired relating to any other Collateral and all files, correspondence, computer programs, tapes, disks and related data processing software owned by Debtor or in which Debtor has an interest that contains information concerning or relating to any of the other Collateral or any item thereof; and
- (h) all Proceeds and products of all of the foregoing, including, without limitation, insurance proceeds.

## UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) STACEY LOFT	9015778115
B. E-MAIL CONTACT AT FILER (optional) SLOFT@BAKERDONELSON.COM	
C. SEND ACKNOWLEDGMENT TO: (Name and Address)  STACEY LOFT BAKER DONELSON BEARMAN CALDWELL & BERKOWITZ, PC 165 MADISON AVENUE SUITE 2000 MEMPHIS TN 38103	

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>2017020461-7</b> Filing Date and Time <b>07/25/2017 3:00 PM</b>
--	---

(This document was filed electronically.)

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER  
2014031733-1

1b. ☐ This FINANCING STATEMENT AMENDMENT is to be filed (for record)  
(or recorded) in the REAL ESTATE RECORDS  
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 13

2. ☐ TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement

3. ☒ ASSIGNMENT (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9  
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 8

4. ☐ CONTINUATION: Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

5. ☐ PARTY INFORMATION CHANGE:

Check one of these two boxes:

AND Check one of these three boxes to:

This Change affects ☐ Debtor or ☐ Secured Party of record

☐ CHANGE name and/or address: Complete item 6a or 6b, and item 7a or 7b and item 7c

☐ ADD name: Complete item 7a or 7b, and item 7c

☐ DELETE name: Give record name to be deleted in item 6a or 6b

6. CURRENT RECORD INFORMATION: Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME				
OR	6b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

7. CHANGED OR ADDED INFORMATION: Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME RADIANS WAREHAM HOLDING, INC.			
OR	7b. INDIVIDUAL'S SURNAME		
	INDIVIDUAL'S FIRST PERSONAL NAME		
	INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX	

7c. MAILING ADDRESS 5305 DISTRIPLEX FARMS	CITY MEMPHIS	STATE TN	POSTAL CODE 38141	COUNTRY USA
--	-----------------	-------------	----------------------	----------------

8. ☐ COLLATERAL CHANGE: Also check one of these four boxes: ☐ ADD collateral ☐ DELETE collateral ☐ RESTATE covered collateral ☒ ASSIGN collateral  
Indicate collateral:

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT: Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)  
If this is an Amendment authorized by a DEBTOR, check here ☐ and provide name of authorizing Debtor:

9a. ORGANIZATION'S NAME CAPITAL ONE, N.A.				
OR	9b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX

10. OPTIONAL FILER REFERENCE DATA:

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled **DECLARATION OF MONICA Y. KIM IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER: (I) AUTHORIZING THE DEBTORS TO (A) OBTAIN POSTPETITION FINANCING PURSUANT TO 11 U.S.C. §§ 105, 361, 362 AND 364, AND (B) UTILIZE CASH COLLATERAL PURSUANT TO 11 U.S.C. §§ 361, 362, 363 AND 364; (II) GRANTING ADEQUATE PROTECTION PURSUANT TO 11 U.S.C. §§ 361, 362, 363 AND 364; (III) SCHEDULING A FINAL HEARING PURSUANT TO BANKRUPTCY RULES 4001(b) AND 4001(c); AND (IV) GRANTING RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **September 11, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- S Margaux Ross margaux.ross@usdoj.gov
- United States Trustee (SV) ustpreion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com

**2. SERVED BY UNITED STATES MAIL:** On **September 11, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **September 11, 2017**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

**Served via Attorney Service**

Hon. Martin R. Barash  
United States Bankruptcy Court  
21041 Burbank Boulevard, Suite 342  
Woodland Hills, CA 91367

☒ Service List served by Overnight Mail attached

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

September 11, 2017  
Date

Stephanie Reichert  
Type Name

/s/ Stephanie Reichert  
Signature

**Served by Overnight Mail:**

Ironclad Performance Wear (8300)  
OUST, Secured & Top 20

United States Trustee  
915 Wilshire Blvd., Suite 1850  
Los Angeles, California 90017

U. S. Securities and Exchange  
Commission  
Attn: Bankruptcy Counsel  
444 South Flower Street, Suite 900  
Los Angeles, CA 90071-9591

**Secured Creditor**

Radians Wareham Holding, Inc.  
Attn: Mike Tutor, CEO  
5305 Distriplex Farms  
Memphis, TN 38141

**Counsel to Radians Wareham Holdings**

E. Franklin Childress, Jr.  
Baker, Donelson, Bearman, Caldwell &  
Berkowitz, PC  
165 Madison Ave, Suite 2000  
Memphis, Tennessee 38103

**Counsel to Radians Wareham Holdings**

Sharon Z. Weiss  
Bryan Cave  
120 Broadway, Suite 300  
Santa Monica, CA 90401

**Top 20 Unsecured Creditors:**

Advantage Media Services, Inc.  
Attn: Steven Helmle  
29010 Commerce Center Drive  
Valencia, CA 91355

Danny Negara  
Mercindo Global Manufaktur  
Jl. Raya Semarang-Bawen Km.29  
SEemerang, Central Java  
50661, Indonesia

Eliza Yang  
Nantong Changbang Gloves Co.  
Flat/RM 1602 Chit Lee Comm  
Bldg 30-36, Shau Kei Wan Road  
Hong Kong, China

Gerard  
BDO USA, LLP  
P. O. BOX 677973  
Dallas, TX 75267-7973

Kwong  
PT JJ GLOVES INDO  
JL Ronggowarsito, Mlese, Ceper  
Bonded Zone, Klaten  
Central Java, Indonesia, 57463

Mark Robba  
PT SPORT GLOVE INDONESIA  
Krandon Desa Pandowoharjo  
Sleman  
Yogyakarta, Indonesia, 55512

Daniel Gomes  
Capital One Bank  
P. O. BOX 1917  
Merrifield, VA 22116-1917

Brent Waters  
Resources Global Professionals  
P.O. Box 740909  
Los Angeles, CA 90074-0909

Skadden Arps Slate Meagher & Flom  
LLP  
P O Box 1764  
White Plains, NY 10602

Carol Pearson  
FedEx  
PO Box 7221  
Pasadena, CA 91109-7321

Risk Consulting Partners  
24722 Network Place  
Chicago, IL 60673-1247

Robert Tejada  
Stubbs, Alderton & Markiles, LLP  
15260 Ventura Blvd  
20th Floor  
Sherman Oaks, CA 91403

Ms. Vicz Yue  
Ka Hung Glove Industrial Co. Ltd.  
Fujian Quanzhou Jiacheng Leather  
Chi Feng Road, Quanzhou City  
Fujian, 362000, China

Shur-Sales & Marketing, Inc.  
3830 S Windermere St.  
Englewood, CO 80110

John Calhoun  
Synetra  
1110 E. State Highway 114  
Suite 200  
Southlake, TX 76092

Sky Lin  
Marusan - Mimasu Tshusho Co. Ltd.  
No 1 Queen' Road Central  
Hong Kong  
China

Carla Durand  
University of Milwaukee  
P O Box 500  
University of Wisconsin - Milwaukee  
Milwaukee, WI 53201

Bradley J. S. Weiss  
Winspeed Sports Shanghai Co., Ltd.  
858 Mingzhu Road  
Shanghai  
China, 00020-1702

Janice Lee  
Woneel Midas Leathers  
Jl Gembor Raya Desa Pasirjaya  
Tangerang  
Banten, Indonesia, 15135

Liliana Dominguez  
Yellow and Roadway  
P. O. Box 100129  
Pasadena, CA 91355

1920 Hutton Court  
Attn: Johnny Clark  
Inwood National Bank  
P O Box 857413  
Richardson, TX 75085